

**Restless Development
Report on Trustee Meeting, 25th April 2017**

Attendance

Attendance is reflected in the following table. Members of the [International Board of Trustees](#) are listed in the left; [Senior Management Team](#) members are listed on the right. The meeting was chaired by Martin Hayman, chair of the Board of Trustees. The meeting was held at the Restless Development offices in London, UK. Apologies were received from Ed Francis.

	26 Apr	27 Jul	15 Sept	29 Nov	24 Jan	10 Apr	25 Apr		26 Apr	27 Jul	15 Sept	29 Nov	24 Jan	10 Apr	25 Apr
Hannah Bronwin	●	●	○	●*	●	●	●	Ed Francis	○	○	○	●	●	●	○
Affan Cheema	○	●	●	○	●	○	●	Gemma Graham	●	○	●	●	●	●	●
Jon Gorrie	○	●	●	●	●	●	●	Perry Maddox	○	●	●	●	○	●	●*
Tom Kabuga	●*	●	○	●	●	●	●	Alex Kent	●	●	●	●	○	●	●
Carol Monoyios	●*	●	○	●	●*	●	●	Kate Muhwezi	●	●	○	●	●	●	●
Mathew Otubu	●	○	●	●	●	●	●	Nik Hartley	●	●	●	●	●	●	●
Aamirah Patel	●	●	●	●	●	○	●	Ben Sheahan	●	○	●	●	●	●	●
Jim Sewell	○	●*	●	●	○	●	●								
Myles Wickstead	●	●	●	●	○	●	●								
Charlotte Eaton	☒	☒	☒	☒	●	●	●								
Anand Aithal	☒	☒	☒	☒	☒	●	●								

● In attendance ○ Absent/apologies ☒ Not a Trustee/Resigned *Via Phone/Skype

Trustee Only Session. The Chair, Martin Hayman, welcomed Trustees. He confirmed that he had spoken to each member individually where he had advised them of the CEO's decision to leave at the end of March 2018. The Chair confirmed that this was a personal decision of the CEO's who felt that after 18 years it was time to give more priority to his wife and young family. Trustees recognised the great contribution Nik had made over his time with Restless Development, particularly in his role as CEO and expressed their understanding of his decision and welcomed the long lead in time he had offered. It was noted that the Chair had agreed that from October 1st 2017 Nik would be working a four day week.

The Chair referred to DFIDs managing agent's unilateral decision to terminate the Saving Lives contract in Sierra Leone for Restless Development within a few days of its commencement and the consequent pressure on staff arising from this and other issues to be discussed during the meeting.

Board members raised issues regarding the new management structure which the Chair agreed he would follow up with the CEO.

Welcome. The Chair welcomed everyone to the meeting. The Chair thanked Nik on behalf of the Trustees for his commitment to the organisation for the past 18 years in light of his news. The Chair welcomed new board member, Anand Aithal, and Rosanne, UK Director, to the meeting.

Leadership Planning. The CEO, Nik Hartley, shared his news that he will be leaving Restless Development in March 2018, reflecting on his reasons and timing for the departure and his decision to

let the Board know well in advance to ensure there is a positive and smooth transition. He reflected on the agency he had led for the past seven years as the CEO, and thanked the Trustees for their support during his tenure.

The Strategy Director, Alex Kent, gave a presentation on the plan for the leadership transition over the next year, including the immediate plans for the announcement this week. She outlined the communications sequencing, as well as sharing details with the trustees of the recruitment process which proposed to be led by Perrett Laver. It is planned they will run a full consultation during May with staff, with official public recruitment starting in June through to appointment in October.

The Chair outlined the proposal – including negotiated cost and what this includes - to appoint Perrett Laver as the recruitment agency for the CEO recruitment. All trustees confirmed the appointment of Perrett Laver, with a number of trustees noting they have worked with this organisation and recommend their appointment.

It was confirmed that Perrett Laver have recommended that the appointment should be made in September/October to give enough time for notice periods and potential delays during the process. The CEO informed the Trustees that they will receive an 'All Staff Email' on Wednesday and are encouraged to read the email, watch the video and share once public from Thursday.

Minutes & Matters Arising. Following a question on a specific action relating to the Nepal Hub, the CEO detailed Nepal's progress over the last few months, noting that they have increased their performance in financial and non-financial areas. It was queried whether the governance issues with the Nepal Board had been resolved, with the CEO noting that this was work in progress.

Trustees and the Quality Assurance Director agreed a timeline for bringing the bottom lines and overall risk management to the Board for review in the upcoming July and September Trustee and Committee meetings.

ICS. The Strategy Director opened a session discussing the International Citizen Service programme, and the paper that had been circulated to the Board ahead of the meeting.

She noted that a cumulative failure of the ICS Consortium as a whole to keep within the 10% returns limit could give rise to a penalty. Discussions were currently underway to revise the criteria to exclude certain categories of returns, particular relating to those returning on medical advice. Whilst she expected that the criteria would be met by the consortium every effort was being made to reduce current level of early returns, both internationally and nationally. The Trustees discussed the position, with the Strategy Director also sharing the reasons for early returns in the programme.

The Strategy Director shared the action plan with the Board on how the teams are focusing on improving these areas to ensure early return rates are reduced, with the Trustees offering their support and approval for the plan.

A question arose about whether we are capturing the cost of fixing problems that arise during the programme, with Directors noting that we are monitoring these additional costs, including quality control costs, but it was recognised that more could be done to quantify these costs and to ensure that they inform future grants and proposals. With regards to the quality of programmes, the Strategy Director noted that more could be done to manage expectations of volunteers and the importance of continual improvement in the quality of the volunteer experience.

The Chair thanked the Strategy Director and asked that the Programmes committee monitor progress of the issue on behalf of the Board.

Aamirah Patel, Board Member, shared her positive experience of being on the ICS programme and reflected on the subjective nature of the volunteer's journey. She noted that part of the programme relies on volunteers being pro-active and that this in itself can mean volunteers have different experiences on the programme, noting that it's a balance between what the individual commits to and the support they receive.

Q2 Forecast and Cashflow. The Finance Director, Ben Sheahan, opened the session on the Q2 forecast and cashflow.

The Finance Director described the impact of the premature termination of the Saving Lives contract in Sierra Leone and the consequent variances between the budget, revised budget, Q1 and Q2 forecasts. He further noted several key contextual factors including a continuing, disputed claim with a partner in Sierra Leone, the ICS issues previously discussed, and the potential implications of the Trump administration's approach on USAID. He reported on what the team have been doing to ensure that all Hubs and Units can reach a zero shortfall position by Q4 this year. All Units and Hubs (excluding Sierra Leone and International) have now revised their reforecasts to balance after pipeline income.

He noted that with the current plans, Sierra Leone currently carries a shortfall related to the termination of the Saving Lives grant and International carries a 87K shortfall currently, but he is optimistic there is more to do to improve these figures. He updated the Board on the Waterworks targets, noting that a decision could be made to absorb Waterworks income into this year, however it is preferred for it to be carried forward to invest across our programmes next year.

It was queried how much Directors are looking at the methodology of reducing costs and reclaiming costs from donors on funds already spent, and ensuring the impact of this is minimised without impacting future years. The Chief Executive noted that the team are working to decide how to bring the shortfall down. He noted that there are lessons to be learnt, but that the situation has tested some of our financial policies and which have been shown to be robust. He noted our increase in income over the past two quarters, but this has not impacted on our shortfall as much as we would hope. He recognised that there are lessons to be learnt from recent experiences and that there are structural issues that need to be resolved this year to help us for future years. He noted that we need to use our new financial model to prepare for next year to ensure greater resilience. He reflected on the optimistic funding environment that the organisation is entering into over the next year.

The Finance Director noted the impact on our reserves reflecting the current and future positions will have, noting key observations for the Board this year that we risk falling short of our benchmark (£1.3million). Chair of the Finance and Audit Committee, Jon Gorrie, reminded the meeting that this was a benchmark not a target.

It was noted that in the post-PPA world with changing central government priorities in the UK and US, these headwinds were not just felt by Restless Development but applied generally across the sector.

The Board noted the revised Q2 forecast.

The Chair thanked the leadership team for the hard work they have put in over the last few weeks to get to this revised position. Separately, he noted that the Board will work with the leadership team to ensure the learnings are built into our risk management process.

Dashboard/Risk Register. It was agreed that the Business Director, Gemma Graham, (acting in place of COO) would provide a written update on the Dashboard and Risk Register with the Board in place of a verbal update. The Chair asked the team to look at a combination of risks and this occurring at the same time, and what the impact of that might be.

F&A Committee Report. The Chair noted that because of the number of items discussed earlier in the meeting it was agreed to have short updates on the Board Committee papers circulated to the Board ahead of the meeting. Accordingly only brief discussions took place led by the Committee Chairs.

The committee noted their appreciation of Tom Kabuga, who has now stood down from the Board. The Chair confirmed that he had expressed the appreciation on behalf of the Board to Tom for his time and effort on the Board and Board F&A committee.

Programmes, Policy & Practice Committee Report. The Committee Chair noted that main topics discussed in the committee have been discussed throughout the meeting.

Investments & Partnerships Committee Report. The Committee Chair noted that main topics discussed in the committee have been discussed throughout the meeting. The Business Director reminded the Board that as of April she is the Business Director and the focus and priorities over the

next year. The People Committee Chair reflected that for now being pro-active with the Board is the right approach until any further discussion is had on trustee committees.

People Committee Report. The Committee Chair updated the Board on the leadership changes noting that there had been a number of changes at the leadership level in the People and Performance team, and that it is worth being mindful of this change in the coming months. The Quality Assurance Director, Kate Muhwezi, updated the group that the safeguarding roll out plan is on target with no reported incidents in the last quarter.

AOB. The Board congratulated the Executive on winning the Bond International Development Award for Transparency